

EXHIBIT C

-TO-

**PROTECTIVE LIFE INSURANCE COMPANY'S
EMERGENCY MOTION TO INTERVENE TO SUE
RECEIVER AND TO STAY RULING ON
RECEIVER'S MOTION TO APPROVE INITIAL
PLAN OF DISTRIBUTION (DOC. 114) AND
MEMORANDUM OF LAW IN SUPPORT
THEREOF**

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

AUBREY LEE PRICE; et al

Defendants,

Civil Action No.
1:12-cv-2296-TCB

PROTECTIVE LIFE INSURANCE
COMPANY

Intervention Plaintiff,

v.

MELANIE E. DAMIAN,
in her capacity as Receiver,

Intervention Defendant.

AFFIDAVIT OF C. ANDREW KITCHEN

STATE OF ALABAMA

COUNTY OF JEFFERSON

Personally appearing before me, the undersigned officer duly authorized to administer oaths, is C. Andrew Kitchen who, after being duly sworn, deposes and says:

1. My name is C. Andrew Kitchen, and I am over eighteen (18) years of age and competent to make this affidavit. I have personal knowledge of the statements set forth herein and I make this affidavit for any lawful use or purpose.

2. On January 10, 2014, acting as counsel for Protective Life Insurance Company ("Protective"), I sent a demand letter to Melanie E. Damian, the court-appointed receiver ("Receiver") for Price's estate in *SEC v. Price*, et al, Case No. 1:12-CV-2296-TCB, demanding that Receiver return the payment of \$251,510.32 ("Payment") that Protective paid to the Receiver on or around July 3, 2013.

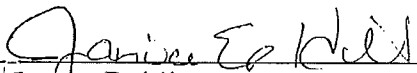
3. On January 14, 2014, counsel for the Receiver informed me that the Receiver would not return the Payment to Protective.

FURTHER AFFIANT SAYETH NOT.



C. Andrew Kitchen, Affiant

Sworn to and subscribed before me this 21 day of January, 2014.



Notary Public

My Commission Expires: MY COMMISSION EXPIRES 12/13/2014